

**MICHIGAN VETERANS FACILITY AUTHORITY  
REGULAR BOARD OF DIRECTORS MEETING**

September 18, 2018  
10:00 a.m.

**APPROVED MINUTES**

A meeting of the Michigan Veterans Facility Authority Board of Directors was called to order at 10:00 a.m. by Chair Jim Redford. The meeting was held at the Michigan Veterans Affairs Agency Headquarters – 222 N. Washington Ave. Lansing, MI 48933.

**1. Pledge of Allegiance**

**2. Attendance Roll Call**

Chair Redford called for a roll call of members present. The following were present: Chair Jim Redford, David Henry Jr., Spencer Hoover, Mary Naber, A. Rocky Raczkowski (present at 10:15 am), David Rutledge, and John Thorhauer. The following members attended by telephone: MaryAnne Shannon and Larry Yachcik.

**3. Approval of Minutes**

Chair Redford noted one correction on the proposed meeting minutes from July 17, 2018.

*Naber, seconded by Henry, motioned to accept the meeting minutes dated July 17, 2018 as corrected. The motion passed 6-0.*

**4. Public Comment**

There was none.

**5. Housekeeping; FY'19 Meeting Schedule Review, MVFA New Positions Update, Hiring of Independent Legal Counsel, MVFA Webpage & Inquiry Response Templates, Health System Update**

Chair Redford introduced Anne Zerbe as the new Michigan Veterans Facility Authority (MVFA) Transition Support Executive; Anne was formerly the Michigan Veterans Affairs Agency (MVAA) VP of Business Affairs.

Anne Zerbe informed the board that a FY'19 meeting survey would be available within the next week via DirectorPoint. The purpose of the survey is to finalize MVFA board meeting dates and locations to include Grand Rapids, Southeast Michigan, and potentially Marquette.

An update on the new MVFA positions was presented to the board members by Anne Zerbe, stating there is a good pool of candidates for the Financial Analyst position.

Interviews for this position are tentatively scheduled for Wednesday, September 26, 2018, 8:00 am until 12:00 pm. Currently, Spencer Hoover and Larry Yachcik are slated to serve on the interview panel along with Chair Redford. Additional board members who are interested in serving on the interview panel should contact Chair Redford accordingly.

Chair Redford added that he is working with the Human Resources Office staff regarding the posting of the MVFA Building Contractor position. If board members are interested in serving on the interview panel for this position, even via telephone, they should contact him directly.

Chair Redford noted that Michelle Brya and Joshua Booth with the Attorney General's Office were both instrumental in selecting outside counsel for the MVFA. Dykema Gossett PLLC has been selected as outside counsel, with Len Wolfe as lead counsel. His rate of pay for MVFA work is \$471.75 per hour, not to exceed \$20,000; his contract expires on December 31, 2018. If required, his contract may be extended pending board approval. The Attorney General's Office will continue to serve as general legal counsel and Dykema Gossett PLLC will perform specialized tasks.

*Rutledge, seconded by Thorhauer, motioned to accept Dykema Gossett PLLC as the outside counsel for the Michigan Veterans Facility Authority, with Len Wolfe serving as lead counsel. The contract is for \$471.75 per hour, not to exceed \$20,000, and the contract expires on December 31, 2018. The motion passed 7-0.*

Anne Zerbe suggested the creation of a webpage designed to provide general information about the MVFA, to include a section for donation pledges and an informal "inquiry/waitlist" section for the Southeast Michigan site. David Henry recommended that the webpage should be independent and not affiliated with the State of Michigan website. Spencer Hoover echoed these comments, stating the website should be an independent entity. Anne Zerbe indicated that although a MVFA website may be independent, there should still be a link to it on the State of Michigan website. Mary Naber suggested the implementation of branding and marketing. Chair Redford suggested tabling the branding until the upcoming strategic planning session with the Accenture Group.

Laurie McCullough-Benner provided an update on the Michigan Veteran Health System. She introduced the members of the Health System staff to include Steve Rolston, Niki Wheeler, and Eugenia Dumlao-Reedy. She also provided updates on the VP of Business Affairs position, Employee Engagement Survey, GRHV Advisory Workgroup, CMS Initial Certification Survey, revision of financial statements, and GRHV OAG audit findings.

## **6. Executive Committee: Strategic Planning Update**

Steve Struthers from Accenture Management Consulting Company introduced the other members of the Accenture team who were present at the meeting. He stated that on or about October 5, an operating model and outcomes will be disseminated to the board members in advance of the workshop slated for October 16 and 17. Mr.

Struthers suggested that a presentation of findings and subsequent plan of action will be presented at the November board meeting. This plan will include a 12-month action plan and milestones; clarity of results and metrics; an organizational strategy; and targeted ownership of board and staff.

## **7. Finance Committee: Independent Bank Accounts Establishment, Legislative Budget Update**

Spencer Hoover reviewed a memorandum from Anne Zerbe titled Establishment of Independent (Non-State) Bank Account for MVFA. The memorandum states: The MVFA should execute a contract with an outside accounting firm with experience in Governmental Accounting Standards Board (GASB) standards or DTMB's Accounting Service Center to provide accounting services. The MVFA should not establish an independent, non-state bank account until it has adopted appropriate policies governing the Board's fiduciary responsibilities.

Spencer Hoover reiterated that the Executive Committee is tasked with selecting the financial institution. Michelle Brya added that the AG's office needs to be apprised of the financial institution selection.

*Rackowski, seconded by Henry, motioned to accept the memorandum as stated. The motion passed 7-0.*

Anne Zerbe reviewed the MVFA FY18 projected expenditures, reiterating that the documents show projection and a tentative spending plan; these figures may be revised after the strategic planning session. She also suggested that MVFA board members should be present during the first appropriations meeting of the year.

## **8. Governance Committee: Board Policies for Development**

John Thorhauer indicated that he has submitted a draft of the MVFA Attendance Policy to Chair Redford for review. Len Wolfe, from Dykema Gossett PLLC, will also review the draft policy; John Thorhauer will present the draft policy at the next board meeting. The MVFA Gift Acceptance Policy will need to be revisited for revisions. The Governance Committee, consisting of MaryAnne Shannon, John Thorhauer and Anne Zerbe, will concentrate on the development of new policies; there are only two policies in place at this time. John Thorhauer and Anne Zerbe will work together on the financial institution policies.

## **9. Building & Facilities Committee: TowerPinkster Update (Construction)**

David Henry reported that he met with the builders two weeks ago. Chair Redford reported that the MVFA now has the deed to the Southeast Michigan property. Chair Redford will visit the property on either September 21 at 2:00 pm or September 22

at 8:30 am. Board members are encouraged to contact Chair Redford if interested in visiting the property.

## **10. Board Comments**

Chair Redford added the following comments:

- Congratulations to the MVAA staff for meeting the August 1<sup>st</sup> submission deadline for the VA documents.
- Maxim Healthcare Services has named a GRHV CNA Zana McClure as national “Caregiver of the Year”.
- If board members are contacted by a candidate or candidate committee regarding the MVFA, those inquiries may be directed to Chair Redford or the Governor’s Executive Office.
- An ad hoc committee will be formed consisting of 2 (BOM) managers, 2 (MVFA) board members, and Chair Redford. This committee will be tasked with designing a plan and establishing guidelines for naming conventions in the homes.

David Rutledge added that the establishment of a policy for naming conventions may be addressed at the MVFA strategic planning session, along with setting levels of donations.

David Henry stated that DirectorPoint is very helpful and appreciates the maintenance of the site.

## **11. Public Comments**

Kellie Cody, State Veteran Facility Ombudsman, inquired if a smoking vs. non-smoking campus policy has been established. Chair Redford stated the policy has not been set at this time. Mr. Cody emphasized the importance of the policy with the upcoming groundbreaking of the new homes.

A GRHV volunteer inquired as to the date established to begin construction of the new homes. She added that a federal VA letter states March 1/April 1; however, she heard that construction may take place earlier.

Eugenia Dumlao-Reedy, MVAA VP of Nursing Services, commended the D.J. Jacobetti Home for Veterans (DJJHV) staff, stating the staff did a fantastic job during the CMS Certification Survey. Spencer Hoover inquired as to whether a press release regarding the survey has been submitted. Chair Redford stated that he would send a congratulatory letter to DJJHV Administrator Ryan Engle.

## 11. Adjournment

*Raczkowski, seconded by Henry, motioned to adjourn at 12:05 pm. The motion passed 7-0.*

The meeting was adjourned at 12:05 pm

A handwritten signature in cursive script that reads "James Robert Redford".

James Robert Redford  
Board Chairman  
MVAA Director